TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cineflex, LLC		04/13/2007	LIMITED LIABILITY
Olitoticx, EEO		04/10/2007	COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Axsys Technologies IR Systems, Inc.
Street Address:	175 Capital Boulevard, Suite 103
City:	Rocky Hill
State/Country:	CONNECTICUT
Postal Code:	06067
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3109031	CINEFLEX
Registration Number:	2328200	CINEFLEX

CORRESPONDENCE DATA

Fax Number: (860)724-3397

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

8602756700 Phone:

Email: mgiarratana@mccarter.com Correspondent Name: Mark D. Giarratana, Esq. Address Line 1: McCarter & English, LLP Address Line 2: 185 Asylum Street, CityPlace I

Hartford, CONNECTICUT 06103-3495 Address Line 4:

ATTORNEY DOCKET NUMBER:	97325.00001
NAME OF SUBMITTER:	Mark D. Giarratana, Esq.
Signature:	/mdg/

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Date:	09/21/2007
Total Attachments: 9	
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment"), dated as of April 13, 2007 (the "Effective Date"), is made by and between Cineflex, LLC, a California limited liability company ("Assignor"), and Axsys Technologies IR Systems, Inc., a New York corporation ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of the Effective Date (the "Purchase Agreement"), pursuant to which, among other things, Assignor, together with certain other sellers party thereto, has agreed to sell and Assignee has agreed to purchase the Acquired Assets;

WHEREAS, Assignor owns the United States and foreign trademark registrations and applications for registration of trademarks as well as certain common law trademarks identified and set forth on Annex A or that otherwise constitute an Acquired Asset (all of the foregoing collectively, the "Trademarks") and the goodwill associated with all of the foregoing;

WHEREAS, pursuant to the Purchase Agreement, the Trademarks and their associated goodwill are to be assigned to Assignee; and

WHEREAS, capitalized terms used herein without definition shall have the meanings set forth in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration (including the premises and covenants set forth in the Purchase Agreement), the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Assignor hereby sells, transfers, conveys, assigns and delivers to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the Business in connection with which the Trademarks are used, and all registrations, applications therefor and renewals and extensions of the foregoing in the United States and for all foreign countries that are or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Trademarks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor authorizes and requests the United States Commissioner of Patents and Trademarks and any other similar government authority in countries foreign to the United States to record Assignee as the assignee and owner of the Trademarks, and issue any and all registrations thereon to Assignee, as assignee of the entire right, title and interest in, to and under the same, for the sole use and enjoyment of Assignee and its successors, assigns or other legal representatives. Assignor covenants to execute and deliver such additional instruments,

Axsys - Cineflex (Trademark Assignment)

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documents, conveyances or assurances and shall take such other actions as may be reasonably be requested by Assignee to render effective or implement the transactions contemplated hereby.

The scope, nature and extent of this Assignment is expressly set forth in the Purchase Agreement. Nothing contained herein shall itself change, amend, extend or alter (nor shall it be deemed or construed as changing, amending, extending or altering) the terms or conditions of the Purchase Agreement in any manner whatsoever. In the event of any conflict or other difference between the Purchase Agreement and this Assignment, the provisions of the Purchase Agreement shall control.

This Assignment shall be governed by and construed and enforced in accordance with the laws of the State of New York without regard to principles of conflicts of law.

This Assignment may be executed in two or more counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument. A facsimile or other copy of a signature will be deemed an original signature.

[Signature pages follow this page.]

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Axsys - Cineflex (Trademark Assignment)

and Assignee have caused this Assignment to be
CINEFLEX, LAC
Name: Alán D. Purwin
Title: Chief Executive Officer
personally appeared before me to me to be Chief Executive Officer of e signed this instrument as a free act on behalf of Motary Public: Kandis A. Ulrich My commission expires January 1, 2008

Axsys - Cineflex (Trademark Assignment)

CLI-1503813

	AXSYS TECHNOLOGIES IR SYSTEMS, INC.
	By: A B Conner Name: Scott B. Conner Title: Vice President
STATE OF Connecticut)) SS: COUNTY OF Hartford)	
JOON TO THE PARTY	
	n to me to be <u>Vice President</u> of Axsys Iged that he/she signed this instrument as a free
,	Katharii C. Bare Notary Public: Katherine A. Bownes
	My commission expires: 7/31/2008

KATHERINE A. BOWNES
NOTARY PUBLIC
STATE OF CONNECTICUT
My Commission Expires July 31, 2008

Axsys - Cineflex (Trademark Assignment)

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ANNEX A

Please see attached.

Axsys - Cineflex (Trademark Assignment)

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TRADEMARK REEL: 003626 FRAME: 0081

Trademark Records By Country

Owner	Trademark	Country Next	Appl. Date	, No.	Status	Agent .
Client _	File Reference	Renewal Due	Reg. Date	, No.	Sub Status	Supervisor
Australi	a		1			
Cineflex, LLC	CINEFLEX	Australia	Apr 5 2005	1107211	Registered	
Cineflex, LLC	0503767		Apr 5 2005	1107211	granted	Nadine H. Jacobson
Class	9					
Goods	Motion stabilizing sensor cinematographic appara magnetic data carriers, r	tus and instrume	n, video and in nts; apparatus	frared came for recording	ras for use in m g, transmission	oving vehicles; photographic, or reproduction of sound or images;
Class	42					
Goods	Miscellaneous services, including gyro stabilized	namely the custo camera systems	om design, rep	air, manufact	ture and mainte	nance of electromechanical systems, d cable broadcast and DVD;

Benelux]			
Cineflex, LLC	CINEFLEX	Benelux	Apr 11 2005	1075254	Registered	Office Kirkpatrick S.A.
Cineflex, LLC	0503756	Apr 11 2015	Feb 7 2006	782211		Nadine H. Jacobson
Class	9	- marks	CANCELLO VI CONTRACTOR OF THE PARTY OF THE P			
Goods	Motion stabilizing sensor p	olatforms for file	n, video and in	frared camer	as for use in m	oving vehicles.
Class	37					
Goods	Miscellaneous services, na systems for aviation, motion	amely, the repa	air and mainten evision and cab	ance of elect le broadcast	romechanical s and DVD.	systems, including gyro stabilized camera
Class	40			CONTRACT I WAS		
Goods	Assembling and treatment pictures, television and ca	t of electromeci ble broadcast a	nanical system and DVD for thi	s, including g rd parties.	yro stabilized o	amera systems for aviation, motion
Class	42					
Goods	Miscellaneous services, na photographic and cinemat					tal imaging hardware and software for

Canada			ŀ			
Cineflex, LLC	CINEFLEX	Canada	Apr 11 2005 125	53534 P	ending	Bereskin & Parr
Cineflex, LLC	0503757			P	ublished	Nadine H. Jacobson
Class	9			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Goods	Motion stabilizing senso cinematographic appara	r platforms for t itus and equipn	ilm, video and infrare nent, namely, gyro-sta	ed cameras fo abilized came	or use in m era system	noving vehicles; photographic and ns, cameras and recording discs therefor.
Class	42	7.135 · · · · · · · · · · · · · · · · · · ·				
Goods	including gyro-stabilized	camera systen	ns for aviation, motion	n pictures, te	levision ar	enance of electromechanical systems, nd cable broadcast and DVD; design and atographic systems and for aviation

China (PRO	C)					
Cineflex, LLC	CINEFLEX	China (PRC) Apr 19 2005	4612711	Pending	CCPIT Patent & Trademark Law Office	
Cineflex, LLC	0503759			Response filed	Nadine H. Jacobson	

Goods		n and cable broa	adcast and DV	D; design and	development of	tabilized camera systems for aviation, if digital imaging hardware and software
Cineflex, LLC	CINEFLEX	China (PRC)	Apr 19 2005	4612712	Pending	CCPIT Patent & Trademark Law Office
Cineflex, LLC	0503758				Awaiting examination	Nadine H. Jacobson
Class Goods		us and instrume				ving vehicles; photographic, r reproduction of sound or images;
	The second secon	ar continued on the same and the same and the same		Comment of the second section of the section of the second section of the section of the second section of the sectio		
СТМ			1			
Cineflex, LLC	CINEFLEX	СТМ	Apr 11 2005	004382271	Registered	Lovells
Cineflex, LLC	0503760	Apr 11 2015	May 18 2006	4382271		Nadine H. Jacobson
Class	9			****		
Goods		us and instrume				ving vehicles; photographic, r reproduction of sound or images;
Class	37					
Goods	Repair and maintenance television and cable broa		nical systems,	including gyro	-stabilized can	nera systems for aviation, motion pictures
Class	40					_
Goods	Manufacture for others of television and cable broa		cal systems, in	cluding gyro-s	tabilized came	ra systems for aviation, motion pictures,
Class	42					
Goods	Miscellaneous services, r photographic and cinema				opment of digit	al imaging hardware and software for
A		enteriorente l'adicione d'article de l'article de l'artic	***************************************	THE RESERVE AND ADDRESS OF THE PARTY OF THE	and a second of the second of	er ya di Mayakin di yanan ya mata i, masa i tali ga ji a kiki
Internati	onal Register					
Cineflex, LLC	CINEFLEX	International Register	Apr 5 2005	877917	Registered	Fross Zelnick Lehrman & Zissu, P.C.
Cineflex, LLC	0503767	Apr 5 2015	Apr 5 2005	877917		Nadine H. Jacobson
Class	9 Motion stabilizing sensor	platforms for film	n, video and inf	frared camera	s for use in mo	ving vehicles.
Goods					and the property of the second se	
Class	37					
	37 Repair and maintenance	of electromecha	nical systems,	including gyro	-stabilized can	nera systems for aviation.
Class Goods Class	Repair and maintenance 40					
Class Goods	Repair and maintenance					
Class Goods Class Goods	Repair and maintenance 40 Custom assembling of ele 42	ectromechanical mechanical syste	systems, inclu	ding gyro-stat	oilized camera	
Class Goods Class Goods Class	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electron	ectromechanical mechanical syste	systems, inclu	ding gyro-stat	oilized camera	systems for aviation.
Class Goods Class Goods Class	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electron	ectromechanical mechanical syste	systems, inclu	ding gyro-stat	oilized camera	systems for aviation.
Class Goods Class Goods Class Goods Class Goods	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electron	ectromechanical mechanical syste	systems, inclu	ding gyro-stab	bilized camera	systems for aviation.
Class Goods Class Goods Class Goods Japan Cineflex, LLC	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electroi television, cable broadcas	ectromechanical mechanical syste st and DVDs.	systems, including	ding gyro-stab	bilized camera	systems for aviation. ems for aviation, motion pictures,
Class Goods Class Goods Class Goods	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electrotelevision, cable broadcas CINEFLEX 0503762	ectromechanical mechanical systest and DVDs.	systems, including Apr 12 2005	gyro- stabilize	oilized camera ed camera syst Pending granted	systems for aviation. ems for aviation, motion pictures, TMI Associates Nadine H. Jacobson
Class Goods Class Goods Class Goods Japan Cineflex, LLC Cineflex, LLC	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electron television, cable broadcas CINEFLEX 0503762 9 Stabilizing apparatus usin aerial/nautical/land vehicle	mechanical systems and DVDs. Japan g gyro-sensor vie installation, cin	systems, including ems, including Apr 12 2005 bration-proofir ematography, smission or rep	gyro-stabilize 2005-032347 g devices for and video recorduction of some	Pending granted cameras and voording; photogound or image	systems for aviation. ems for aviation, motion pictures, TMI Associates Nadine H. Jacobson rideo cameras for use in raphic, cinematographic apparatus and s; magnetic data carriers; recording discs
Class Goods Class Goods Class Goods Japan Cineflex, LLC Cineflex, LLC	Repair and maintenance 40 Custom assembling of ele 42 Custom design of electroitelevision, cable broadcas CINEFLEX 0503762 9 Stabilizing apparatus using apparatus using apparatus for instruments; apparatus for	mechanical systems and DVDs. Japan g gyro-sensor vie installation, cin	systems, including ems, including Apr 12 2005 bration-proofir ematography, smission or rep	gyro-stabilize 2005-032347 g devices for and video recorduction of some	Pending granted cameras and voording; photogound or image	systems for aviation. ems for aviation, motion pictures, TMI Associates Nadine H. Jacobson rideo cameras for use in raphic, cinematographic apparatus and s; magnetic data carriers; recording discs

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Goods	cine of el	matographic machir	nes/apparatus; re apparatus; repair	epair and maint and maintenan	enance of ph	notographic mac	videos; repair and maintenance of hines/apparatus; repair and maintenance chines/apparatus, repair and maintenan
Class	40						
Goods	use	om manufacture of in aerial installation, rratus.	camera/video ca production of te	imera containin levision/cable t	g stabilizing elevision pro	apparatus using grams/DVD vide	gyro-sensor vibration-proofing devices sos, and other electric machines and
Class	42	natos.					
Goods	Cust in ac appa	rial installation, prod ratus; design and d	duction of televis levelopment of d	sion/cable televi ligital image pro	sion program cessing dev	ns/DVD videos, a ices and comput	sensor vibration-proofing devices for use and other electric machines and er software for use in photographic era for aerial installation.
						The second second second second second	VA
Korea (Sout	:h)					
Cineflex, LL	С	CINEFLEX	Korea (South)			Pending	
Cineflex, LL	C	0503767	, , ,			Awaiting examination	Nadine H. Jacobson
Class	9						
Goods	ciner		tus and instrume				oving vehicles; photographic, or reproduction of sound or images;
Class	42						
Goods	Misc						nance of electromechanical systems,
	inclu	ding gyro stabilized	camera systems	for aviation, m	otion picture	s, television and	cable broadcast and DVD;
Mexico				7			
Cineflex, LL	c	CINEFLEX	Mexico	Apr 21 2005	713415	Registered	Basham, Ringe y
Cineflex, LL	С	0503763	Apr 21	Nov 24 2005	909988		Correa, S.C. Nadine H. Jacobson
			2015				Jacobson
Class	ciner		tus and instrume				oving vehicles; photographic, or reproduction of sound or images;
Cineflex, LLC	С	CINEFLEX	Mexico	Apr 21 2005	713416	Registered	Basham, Ringe y Correa, S.C.
			Apr 21			See	Nadine H.
Cineflex, LL	С	0503764	2015	Oct 19 2006	958245	notes/memo	
	C 42	0503764		Oct 19 2006	958245	notes/memo	
Cineflex, LLC Class	42 Custo	om design and deve	2015 elopment of elect t and television a	tromechanical s	systems, incl	uding gyro stabi	Jacobson
Cineflex, LLC Class Goods	42 Custo pictu photo	om design and deve res, cable broadcas ographic and cinema	2015 elopment of elect t and television a	tromechanical s	systems, incl	uding gyro stabi	Jacobson lized camera systems for aviation, motic
Cineflex, LLC Class Goods	42 Custo pictu photo alano	om design and deve res, cable broadcas ographic and cinema	2015 elopment of elect t and television a atographic system	tromechanical s and DVD; desig ms and for avia	systems, incl in and devel ation systems	luding gyro stabi opment of digital s.	Jacobson lized camera systems for aviation, motic imaging hardware and software for
Cineflex, LLC Class Goods New Ze Cineflex, LLC	42 Custo pictu photo alano	om design and deve res, cable broadcas ographic and cinema	2015 elopment of elect t and television a atographic system New Zealand Apr 11	tromechanical s	systems, incl in and devel ation systems 727898	uding gyro stabi	Jacobson lized camera systems for aviation, motic i imaging hardware and software for A.J. Park Nadine H.
Cineflex, LL0 Class Goods	42 Custo pictu photo alano	om design and deve res, cable broadcast ographic and cinema d	2015 elopment of elect t and television a atographic system	tromechanical s and DVD; desig ms and for avia	systems, incl in and devel ation systems 727898	luding gyro stabi opment of digital s.	Jacobson lized camera systems for aviation, motic i imaging hardware and software for A.J. Park
Cineflex, LLC Class Goods New Ze Cineflex, LLC	42 Custo pictur photo alano C	om design and deveres, cable broadcast ographic and cinema d CINEFLEX 0503765	elopment of elect t and television a atographic system New Zealand Apr 11 2015 platforms for filing tus and instrume	tromechanical s and DVD; designs and for avia d Apr 11 2005 Apr 11 2005	systems, incl in and devel ation systems 727898 727898 frared came	ruding gyro stabi opment of digital s. Registered	Jacobson lized camera systems for aviation, motic i imaging hardware and software for A.J. Park Nadine H.
Cineflex, LLC Class Goods New Ze Cineflex, LLC Cineflex, LLC Class Goods	42 Custo pictur photo alano C	om design and deveres, cable broadcast ographic and cinema deverage designation of the control o	elopment of elect t and television a atographic system New Zealand Apr 11 2015 platforms for filing tus and instrume	tromechanical s and DVD; designs and for avia d Apr 11 2005 Apr 11 2005	systems, incl in and devel ation systems 727898 727898 frared came	ruding gyro stabi opment of digital s. Registered	Jacobson lized camera systems for aviation, motic timaging hardware and software for A.J. Park Nadine H. Jacobson aving vehicles; photographic and
Cineflex, LLC Class Goods New Ze Cineflex, LLC Cineflex, LLC Class	42 Custo pictur photo alano C C 9 Motic ciner magr	om design and deveres, cable broadcast ographic and cinema deverage designation of the control o	elopment of elect and television a atographic system New Zealand Apr 11 2015 platforms for filir tus and instrume ecording discs.	tromechanical s and DVD; desig ms and for avia d Apr 11 2005 Apr 11 2005 m, video and intents; apparatus	systems, incl in and devel ation systems 727898 727898 frared came	ruding gyro stabi opment of digital s. Registered	Jacobson lized camera systems for aviation, motic timaging hardware and software for A.J. Park Nadine H. Jacobson aving vehicles; photographic and
Class Goods New Ze Cineflex, LLC Cineflex, LLC Class Goods Class Goods	42 Custo pictur photo alano C C 9 Motic ciner magr	om design and deveres, cable broadcast ographic and cinema design	elopment of elect and television a atographic system New Zealand Apr 11 2015 platforms for filir tus and instrume ecording discs.	tromechanical s and DVD; desig ms and for avia d Apr 11 2005 Apr 11 2005 m, video and intents; apparatus	systems, incl in and devel ation systems 727898 727898 frared came	ruding gyro stabi opment of digital s. Registered	Jacobson lized camera systems for aviation, motion in the imaging hardware and software for A.J. Park Nadine H. Jacobson ving vehicles; photographic and
Class Goods New Ze Cineflex, LLC Cineflex, LLC Class Goods	42 Custopictur pictur photo alano C C 9 Motic ciner magr 37 Repa	om design and deveres, cable broadcast ographic and cinema design	elopment of elect t and television a atographic system New Zealand Apr 11 2015 platforms for filr tus and instrume ecording discs. of electromecha	tromechanical sand DVD; designs and for avia d Apr 11 2005 Apr 11 2005 m, video and intents; apparatus	systems, incl in and devel ation systems 727898 727898 frared came	ruding gyro stabi opment of digital s. Registered	Jacobson lized camera systems for aviation, motic timaging hardware and software for A.J. Park Nadine H. Jacobson ving vehicles; photographic and

The custom design of electromechanical systems, including gyro stabilized camera systems for aviation, motion pictures, television and cable broadcast and DVD; design and development of digital imaging hardware and software for photographic and cinematographic systems and for aviation systems.

Spain					
Cineflex, LLC	CINEFLEX	Spain	Apr 15 2005 2649465	Pending	Lovelis
Cineflex, LLC	0503766		•	Response filed	Nadine H. Jacobson
Class	9				,
Goods	Motion stabilizing senso cinematographic appara magnetic data carriers, i	tus and instrur	ments; apparatus for recording	ras for use in m g, transmission	noving vehicles; photographic, or reproduction of sound or images;
Class	37				
Goods	Repair and maintenance	of electromed	hanical systems.		
Class	42				
Goods	stabilized camera system	ns for aviation,	stom design, development an motion pictures, television ar for photographic and cinemat	nd cable broadd	electromechanical systems, including gyro cast and DVD; design and development of ms and for aviation systems.

Cineflex, LLC	CINEFLEX	United Kingdom	Apr 18 2005	2389700	Registered	Mewburn Ellis (Bristol)
Cineflex, LLC	0503761	Apr 18 2015	Apr 18 2005	2389700		Nadine H. Jacobson
Class	9		,			
Goods	Motion stabilizing apparatu foruse in moving vehicles; reproduction of sound or in	photographic,	cinematograph	ic apparatus	and instrument	, video and infrared cameras particularly s; apparatus forrecording, transmission or ers and recording discs.
Class	37					
Goods	Repair and maintenance or aviation, motion pictures, to				nents, including	gyro stabilized camera systems for
Class	40					,
Goods	Custom manufacture of ele motion pictures, television				ts, including gyr	o stabilized camera systems for aviation,
Class	42				•	
Goods		ole broadcast a	nd DVD; desig	n and devel	opment of digita	mera systems for aviation, motion I imaging hardware and software for

United S	tates of America					
Cineflex, LLC	CINEFLEX	United States of America	Jun 29 1998 Mar 14 2000	•	Registered	Barbara A. Solomon
	0503683	Mar 14 2010			Sec 8 & 15 accepted	
Class	9					
Goods	MOTION STABILIZING SE VEHICLES	NSOR PLATF	ORMS FOR F	LM, VIDEO A	ND INFRARE	D CAMERAS FOR USE IN MOVING
Cineflex, LLC	CINEFLEX	United States of America	Mar 31 2005	78/599,534	Registered	Fross Zelnick Lehrman & Zissu, P.C.
Cineflex, LLC	0503660	Jun 27 2016	Jun 27 2006	3109031		Barbara A. Solomon
Class	40					
Goods	Manufacture of electromec and cable broadcast and D				camera system	ns for aviation, motion pictures, television
Class	42					
Goods	Custom design of electrom		ems, including	gyro stabilize	d camera syst	ems for aviation, motion pictures, telev

TM Administrator - END OF REPORT

United Kingdom

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